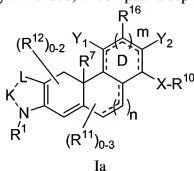


Listing of Claims:

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (Previously Amended) A compound represented by Formula Ia



or a pharmaceutically acceptable salt thereof, wherein:

n and m are each independently 0, 1 or 2;

K is selected from NR³;

L is selected from C(R⁵)(R⁶);

X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, or -N(R¹⁴)-C(O)-NH-;

R¹ is selected from the group consisting of:

- (1) C₁₋₆alkyl,
- (2) C₂₋₆alkenyl,
- (3) C₂₋₆alkynyl,
- (4) C₃₋₆cycloalkyl,
- (5) C₁₋₆alkoxy,
- (6) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁₋₆alkyl,
- (9) HET,
- (10) -C₁₋₆alkyl-HET,

- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂₋₆alkenyl,
- (14) aryl C₂₋₆alkynyl,
- (15) hydrogen,
- (16) hydroxyl_s and
- (17) cyano_s

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆alkynyl,
- (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy,
- (o) CN and
- (p) C₃₋₆cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

R¹⁰ is selected from the group consisting of:

- (1) phenyl,
- (2) benzyl, and
- (3) HET, wherein HET is a 5-membered aromatic or non-aromatic

monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (a) halo,
- (b) C₁₋₄alkyl, optionally substituted with hydroxy or 1 to 3 halo groups,
- (c) C₁₋₄alkoxy, optionally substituted with 1 to 3 halo groups,
- (d) NH₂,
- (e) hydroxy, and
- (e) phenyl or benzyl;

groups,

R⁶ is hydrogen,

R³ and R⁵ are joined together to form a double bond;

R⁷ is selected from the group consisting of:

- (1) hydrogen,
- (2) OR¹³,
- (3) C₁₋₄alkyl,
- (4) aryl and
- (5) aryl C₁₋₄alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C₂₋₆alkynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

Y₁ is hydrogen,

Y₂ is CF₃;

each R¹¹, R¹² and R¹⁶ is independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹², N(R¹³)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁-4alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo.

2-3. (Previously Canceled)

4. (Original) A compound according to Claim 1 wherein R¹ is phenyl or pyridyl said phenyl or pyridyl optionally mono or di-substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH₃,
- (c) CH₃,
- (d) CN.

5-10. (Previously Canceled)

11. (Previously Amended) A compound according to Claim 1 wherein X is a bond, -C(O)-, -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-C(O)-NH-; Y₁ is hydrogen;

R¹ is phenyl, optionally mono or di-substituted with halo;

R⁷ is methyl;

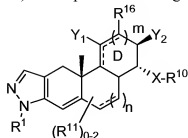
R¹¹ is hydrogen;

R¹² is hydrogen;

R¹⁴ is hydrogen or methyl; and

R¹⁶ is hydrogen.

12. (Previously Amended) A compound according to Claim 1 of Formula Ib



Ib

wherein:

m is 0 or 1,

n is 0 or 1,

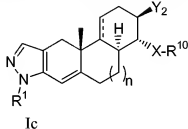
R¹ is phenyl, optionally mono or di-substituted with halo; and

R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy.

13. (Original) A compound according to Claim 12 wherein Y₁, R¹¹ and R¹⁶ are each hydrogen.

14. (Previously Amended) A compound according to Claim 12 of Formula Ic:



wherein

n is 0 or 1, and

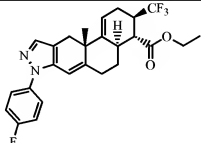
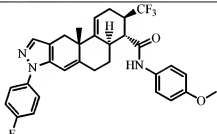
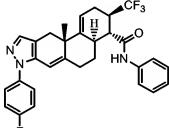
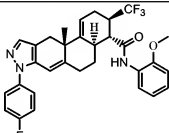
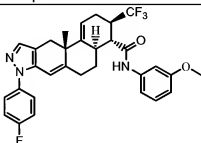
R¹ is phenyl, optionally mono or di-substituted with halo.

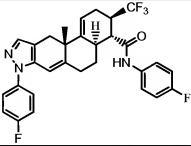
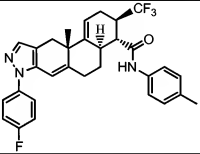
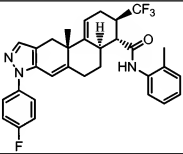
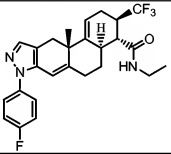
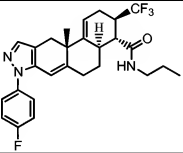
15-19. (Previously Canceled).

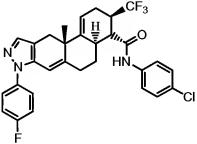
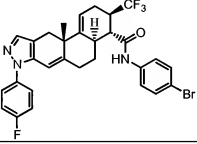
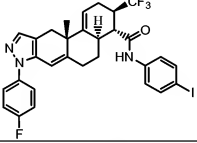
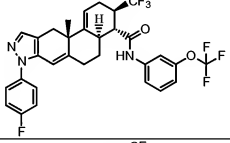
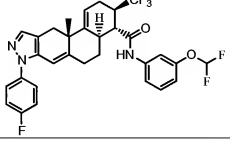
20. (Previously Amended) The compound according to Claim 1 wherein X is a bond and R¹⁰ is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.

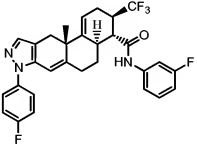
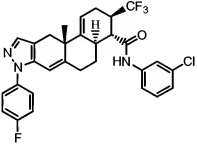
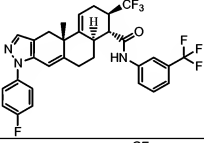
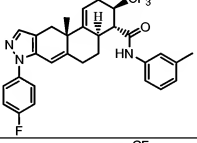
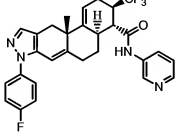
21. (Original) The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.

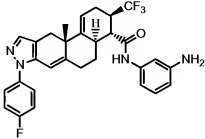
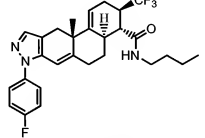
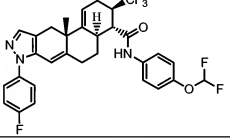
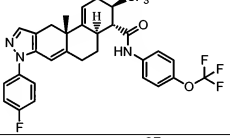
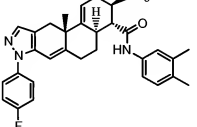
22. (Currently Amended) A compound selected from the group consisting of:

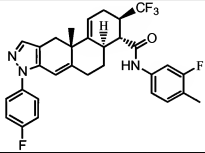
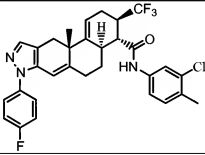
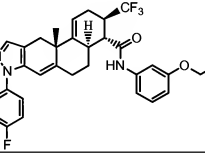
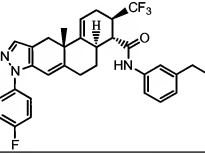
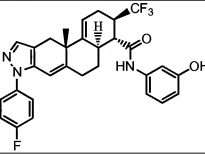
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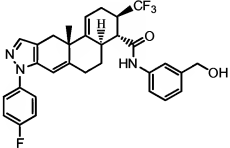
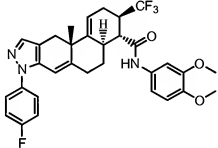
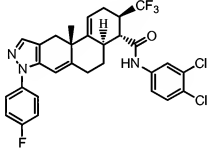
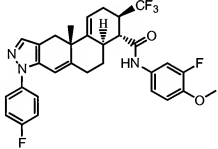
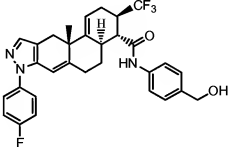
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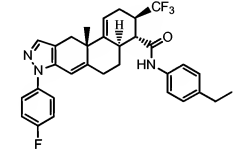
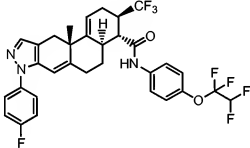
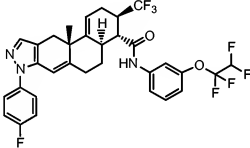
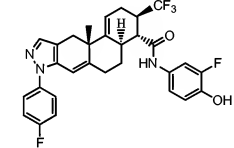
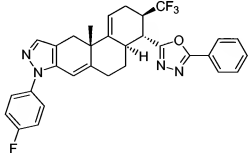
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12	 <chem>CC12CCC3C(C1CC[C@H]4[C@@H](C2)CC[C@H](C4)C(=O)Nc5ccc(Br)cc5)[C@H](C3)c6ccc(nc6)c7ccc(F)cc7C(F)(F)F</chem>
13	 <chem>CC12CCC3C(C1CC[C@H]4[C@@H](C2)CC[C@H](C4)C(=O)Nc5ccc(I)cc5)[C@H](C3)c6ccc(nc6)c7ccc(F)cc7C(F)(F)F</chem>
14	 <chem>CC12CCC3C(C1CC[C@H]4[C@@H](C2)CC[C@H](C4)C(=O)Nc5ccc(OC(F)(F)F)cc5)[C@H](C3)c6ccc(nc6)c7ccc(F)cc7C(F)(F)F</chem>
15	 <chem>CC12CCC3C(C1CC[C@H]4[C@@H](C2)CC[C@H](C4)C(=O)Nc5cc(OC(F)F)ccc5)[C@H](C3)c6ccc(nc6)c7ccc(F)cc7C(F)(F)F</chem>

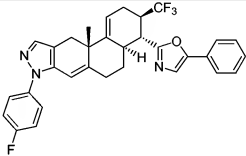
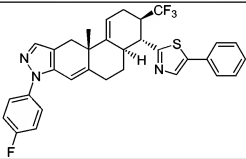
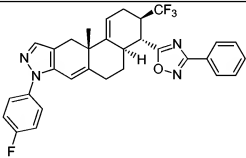
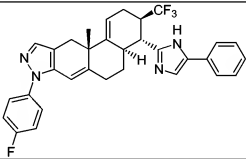
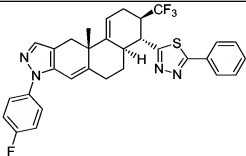
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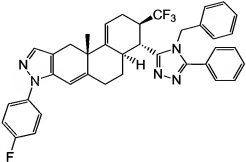
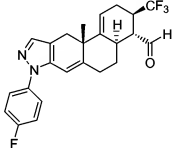
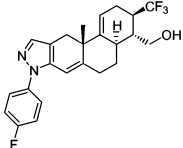
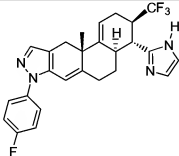
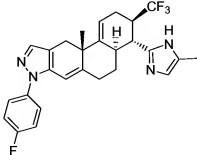
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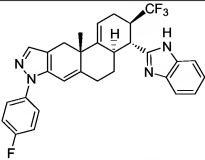
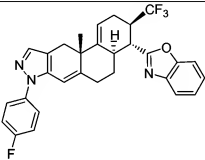
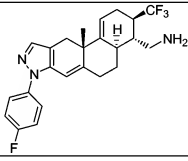
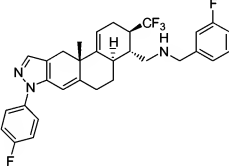
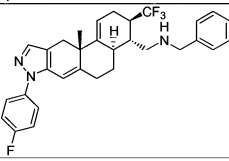
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27	 <chem>CC1=C(C(=C(C=C1)C2=CC(=CC=C2)N3C=CC(=C3)N(C4=CC(=CC=C4)C(=C(C=C4)C)C(=O)Nc5ccc(Cl)cc5)C(F)(F)F)C)C)C)C)C</chem>
28	 <chem>CC1=C(C(=C(C=C1)C2=CC(=CC=C2)N3C=CC(=C3)N(C4=CC(=CC=C4)OC)C5=C2C(=C(C=C5)C6=C(C(=C(C=C6)C7=C(C(=C(C=C7)C(=O)Nc8ccc(OCC)cc8)C(F)(F)F)C)C)C)C)C)C</chem>
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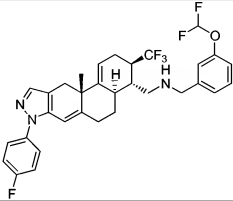
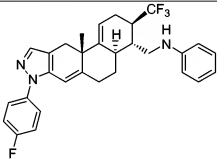
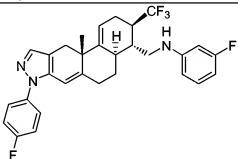
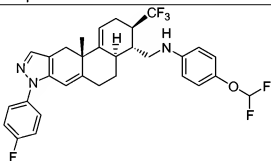
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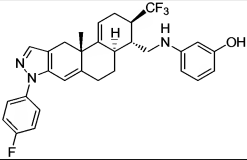
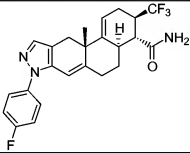
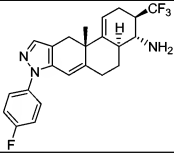
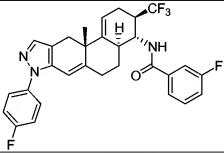
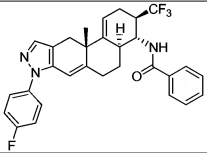
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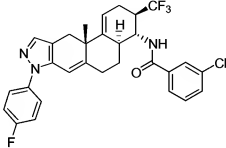
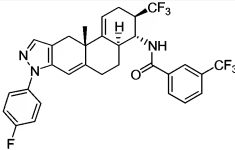
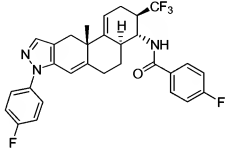
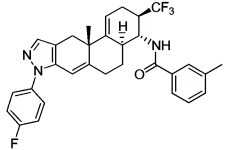
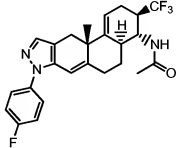
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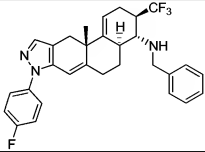
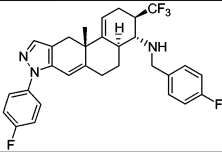
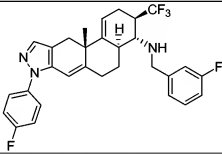
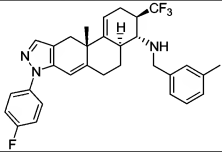
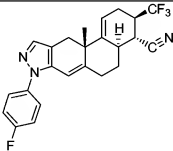
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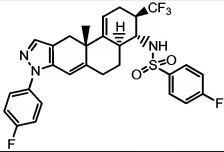
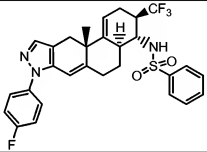
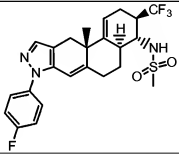
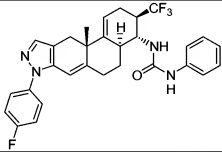
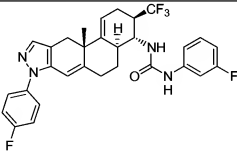
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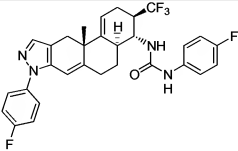
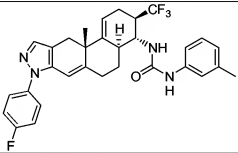
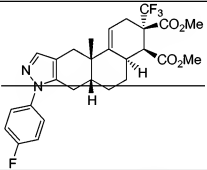
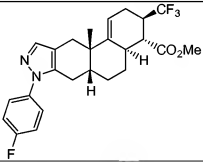
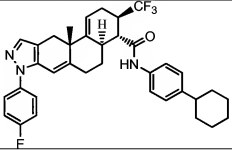
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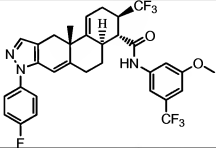
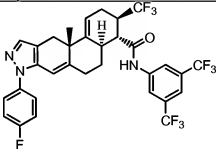
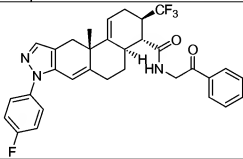
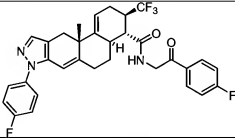
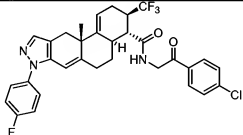
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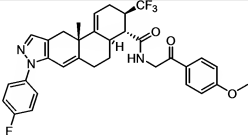
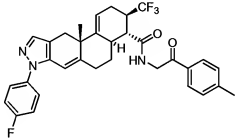
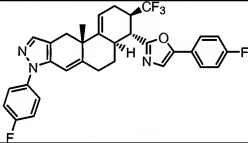
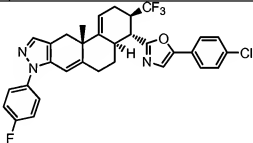
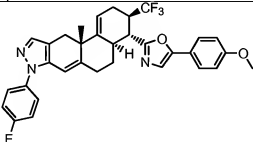
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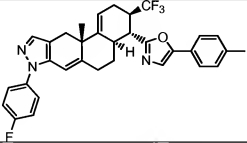
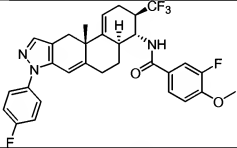
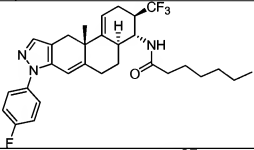
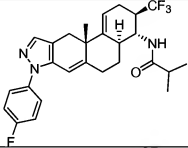
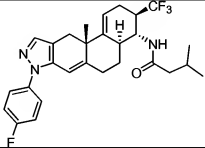
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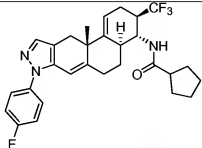
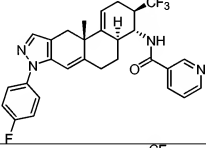
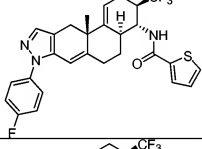
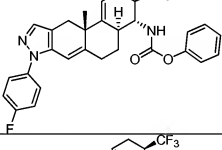
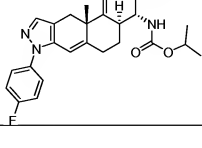
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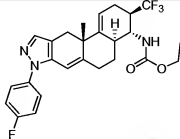
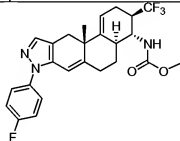
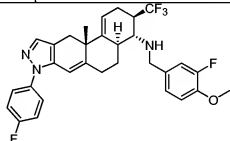
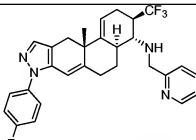
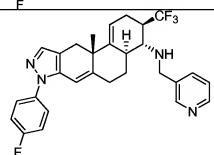
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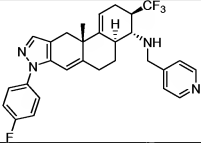
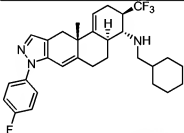
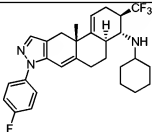
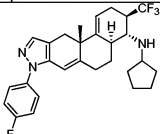
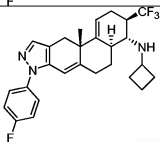
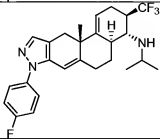
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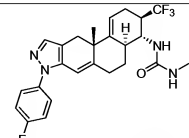
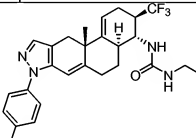
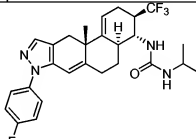
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122	 <chem>Fc1ccc(cc1)n2c3c(cc4c3ccc5c4CC[C@H]5C[C@@H](C(F)(F)F)C[C@H]2C)nc6ccccc6C(=O)N5CCCC5</chem>
123	 <chem>Fc1ccc(cc1)n2c3c(cc4c3ccc5c4CC[C@H]5C[C@@H](C(F)(F)F)C[C@H]2C)nc6ccncc6C(=O)N7=CC=CC=C7</chem>
124	 <chem>Fc1ccc(cc1)n2c3c(cc4c3ccc5c4CC[C@H]5C[C@@H](C(F)(F)F)C[C@H]2C)nc6ccsc6C(=O)N7=CC=CC=C7</chem>
125	 <chem>Fc1ccc(cc1)n2c3c(cc4c3ccc5c4CC[C@H]5C[C@@H](C(F)(F)F)C[C@H]2C)nc6ccccc6C(=O)Oc7ccccc7</chem>
126	 <chem>Fc1ccc(cc1)n2c3c(cc4c3ccc5c4CC[C@H]5C[C@@H](C(F)(F)F)C[C@H]2C)nc6ccccc6C(=O)OC(C)C</chem>

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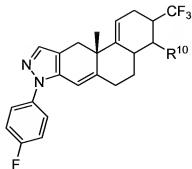
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23. (Original) A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. (Currently Canceled)

25-28. (Previously Canceled)

29. (Original) A compound according to Claim 1 of Formula 1d



Id

or a pharmaceutically acceptable salt thereof, wherein

R¹⁰ is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

R¹⁰ is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C₁₋₄alkyl and C₁₋₄alkoxy.

30. (Original) The compound according to Claim 29 wherein R¹⁰ is oxazolyl, oxadiazolyl or thiazolyl.

31. (Previously Canceled)